

# Exhibit 2

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>  <b>W.R. GRACE &amp; CO., et al.,</b>  <b>Debtors.</b>	<b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b>	<b>Chapter 11</b>  <b>Jointly Administered</b> <b>Case No. 01-01139 (JKF)</b>
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**FEE AUDITOR'S FINAL REPORT REGARDING THE QUARTERLY  
FEE APPLICATION OF LAUZON BÉLANGER FOR THE  
PERIOD OF DECEMBER 21, 2009 THROUGH MARCH 31, 2010**

This is the final report of Warren H. Smith & Associates, P.C., acting in its capacity as fee auditor in the above-captioned bankruptcy proceedings, regarding the Quarterly Fee Application of Lauzon Bélanger for the Period of December 21, 2009 through March 31, 2010 (the "Application").

**BACKGROUND**

1. Lauzon Bélanger was retained as Canadian counsel to the Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants"). In the Application, Lauzon Bélanger seeks approval of fees totaling CDN \$16,143.45 and expenses totaling CDN \$63,709.37 for its services during the Application Period. Lauzon Bélanger was retained by order of the Court dated March 19, 2010, *nunc pro tunc* to December 21, 2009. This is Lauzon Bélanger's first fee application as a retained professional in the case.

2. In conducting this audit and reaching the conclusions and recommendations contained herein, we reviewed in detail the Application in its entirety, including each of the time and expense entries included in the exhibits to the Application, for compliance with 11 U.S.C. § 330, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2010, and the United States Trustee Guidelines for

Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, Issued January 30, 1996 (the "U.S. Trustee Guidelines"), as well as for consistency with precedent established in the United States Bankruptcy Court for the District of Delaware, the United States District Court for the District of Delaware, and the Third Circuit Court of Appeals.

### **DISCUSSION**

3. We note that, subsequent to the filing of its Application, Lauzon Bélanger filed a certification of counsel in which it stated that expert fees of \$61,492.84, paid to the Hogan firm, had been charged on its Application in error, and that it was revising its expense request to deduct this amount.<sup>1</sup> Lauzon Bélanger attached to the certification of counsel a revised invoice reflecting the deduction of the \$61,492.84 expense item, but did not file an amended application. *See Exhibit "A."* Because Lauzon Bélanger has not filed an amended fee application to reflect the correct amount of expenses, we recommend a reduction of \$61,492.84 in expenses.

### **CONCLUSION**


4. Thus, we recommend approval of CDN \$16,143.45 in fees and CDN \$2,216.53 in expenses (CDN \$63,709.37 minus CDN\$61,492.84) for Lauzon Bélanger's services for the Application Period.

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<sup>1</sup> The Hogan Firm, to which Lauzon Bélanger had paid this CDN\$61,492.84, has filed its own fee application for that amount in the next interim period. Accordingly, we will deal with the application of the Hogan Firm in our reports for the next interim period.

Respectfully submitted,

**WARREN H. SMITH & ASSOCIATES, P.C.**


By:   
Warren H. Smith  
Texas State Bar No. 18757050

Republic Center  
325 N. St. Paul Street, Suite 1250  
Dallas, Texas 75201  
214-698-3868  
214-722-0081 (fax)  
whsmith@whsmithlaw.com

**FEE AUDITOR**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing document has been served by First Class United States mail to the attached service list on this 10<sup>th</sup> day of September, 2010.

  
Warren H. Smith

**SERVICE LIST**

Notice Parties

**Counsel for the Applicants**

Daniel K. Hogan  
THE HOGAN FIRM  
1311 Delaware Avenue  
Wilmington, DE 19806

**The Debtors**

Richard Finke.  
Assistant General Counsel  
W.R. Grace & Co.  
7500 Grace Drive  
Columbia, MD 21044

**Counsel for the Debtors**

Deanna Boll  
Holly Bull  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, NY 10022

Laura Davis Jones, Esq.  
James E. O'Neill  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

**Counsel for the Official Committee of  
Unsecured Creditors**

Lewis Kruger, Esq  
Stroock & Stroock & Lavan  
180 Maiden Lane  
New York, NY 10038-4982

Michael R. Lastowski, Esq.  
Duane Morris LLP  
1100 N. Market Street, Suite 1200  
Wilmington, De 19801-1246

**Counsel to the Official Committee of Property**

**Damage Claimants**

Scott L. Baena, Esq  
Bilzin, Sumberg, Dunn, Baena, Price & Axelrod  
First Union Financial Center  
200 South Biscayne Boulevard, Suite 2500  
Miami, FL 33131

Michael B. Joseph, Esq.  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
Wilmington, DE 19801

**Counsel to the Official Committee of Personal  
Injury Claimants**

Elihu Inselbuch, Esq.  
Caplin & Drysdale  
375 Park Avenue, 35<sup>th</sup> Floor  
New York, NY 10152-3500

Marla R. Eskin  
Campbell & Levine, LLC  
Suite 300  
800 N. King Street  
Wilmington, DE 19801

**Official Committee of Equity Holders**

Gary M. Becker  
Kramer Levin Naftalis & Frankel  
1177 Avenue of the Americas  
New York, NY 10036

Teresa K.D. Currier, Esq.  
SAUL EWING LLP  
222 Delaware Avenue  
P.O. Box 1266  
Wilmington, DE 19899

**United States Trustee**

David Klauder  
Office of the United States Trustee  
844 King Street, Lockbox 35, Room 2207  
Wilmington, DE 19801

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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**IN RE:**

**W.R. GRACE & CO., *et al.*,  
Debtors.**

)  
) **Chapter 11**  
)  
) **Case No. 01-01139 (JKF)**  
) **Jointly Administered**  
)  
) **Re: Docket No. 24699**

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**CERTIFICATION OF COUNSEL (NO ORDER REQUIRED)  
REGARDING THE FIRST MONTHLY APPLICATION FOR COMPENSATION  
OF LAUZON BÉLANGER AS SPECIAL COUNSEL FOR  
THE CANADIAN ZAI CLAIMANTS [DOCKET NO. 24699] FOR THE  
COMPENSATION PERIOD DECEMBER 21, 2009 THROUGH MARCH 31, 2010**

I, Daniel K. Hogan, as counsel to Lauzon Bélanger S.E.N.C.R.L. and Scarfone Hawkins LLP (“Representative Counsel”) as Special Counsel for the Canadian ZAI Claimants by Appointment Order, dated March 19, 2010 [Docket No. 24508], hereby certify the following:

1. On April 30, 2010, Lauzon Bélanger filed its First Monthly Application for Compensation as Special Counsel for the Canadian ZAI Claimants for the Compensation Period December 21, 2009 through March 31, 2010 [Docket No. 24699] (the “First Monthly Application”).

2. The United States Trustee for the District of Delaware (the “U.S. Trustee”) has provided informal comments regarding an expense listed as “expert fees” and on the exclusion of the identification of Canadian dollars on Lauzon Bélanger’s First Monthly Application.

3. Warren H. Smith & Associates (the “Fee Auditor”) also provided informal comments regarding the expense listed as “expert fees” on Lauzon Bélanger’s First Monthly Application.

4. In the First Monthly Application for the period December 21, 2009 to March 31, 2010, Lauzon Bélanger erroneously included an entry of “expert fees” in the amount of CDN\$61,492.84 in the expense summary.

5. Subsequent to the filing of the First Monthly Application, Lauzon Bélanger identified the inclusion of “expert fees”, in the amount of CDN\$61,492.84 in its expense summary, as fees paid by Lauzon Bélanger to The Hogan Firm during the period December 21, 2009, to March 31, 2010.

6. The Hogan Firm filed its own monthly fee application on April 30, 2010 [Docket No. 24701]. Therefore, in light of this, and the comments received from the U.S. Trustee and the Fee Auditor, Lauzon Bélanger has revised its Time and Expense Summary for the period December 21, 2009, to March 31, 2010, omitting any reference to The Hogan Firm fees. A true and correct copy of the revised Time and Expense Summary is attached hereto as **“Exhibit 1”** (“Revised T&E Summary”).

7. On or about May 7, 2010, Lauzon Bélanger provided the Revised T&E Summary to the Fee Auditor.

8. In accordance with the Revised T&E Summary, Special Counsel Lauzon Bélanger requests actual and necessary expenses in the amount of CDN\$2,216.53. The invoiced amounts are now CDN\$16,143.45 for actual and necessary services, CDN\$2,216.53 for actual and necessary expenses, CDN\$813.29 Goods & Services Tax and CDN\$1,280.93 for Quebec Sales Tax, for a total invoiced amount of CDN\$18,359.98. Accordingly, Lauzon Bélanger is requesting payment of CDN\$17,225.51, representing 80% of fees and 100% of tax and expenses.

9. For the convenience of the Court, a blackline version showing changes from Lauzon Bélanger's original Time and Expense Summary, filed as Exhibit A to the First Monthly Application, is attached hereto as "**Exhibit 2**".

10. As of the date of this certification, no other objections to the First Monthly Application have been received.

WHEREFORE, Lauzon Bélanger respectfully requests immediate payment from the Debtors of CDN\$17,225.51.

Dated: May 26, 2010

/s/Daniel K. Hogan

Daniel K. Hogan (DE Bar No. 2814)

**THE HOGAN FIRM**

1311 Delaware Avenue

Wilmington, Delaware 19806

Telephone: (302) 656.7540

Facsimile: (302) 656.7599

E-Mail: [dkhogan@dkhogan.com](mailto:dkhogan@dkhogan.com)



# **EXHIBIT 1**



## LAUZON BÉLANGER

AVOCATS - ATTORNEYS

RE : W.R. GRACE & CO., and al.  
U.S. FEE APPLICATION  
CDN ZAI CLASS ACTION  
Our file : 222

### CANADIAN ZAI SPECIAL COUNSEL FEE APPLICATION (DECEMBER 21, 2009 to MARCH 31, 2010)

#### FOR PROFESSIONAL SERVICES RENDERED, INCLUDING:

#### Our fees:

DATE	INIT	DESCRIPTION	HOURS
2009-12-21	CH	Receipt and study of the Affidavit of Michel Bélanger prepared by Mr. Hogan Re: fee application;	0.33
2009-12-21	CH	Email to Karen Harvey, Mr. Hogan's paralegal;	0.25
2009-12-21	CH	Review of emails from Mr. Moloci to Mr. Ferbers and to Mr. Hogan;	0.25
2009-12-21	CH	Email to Mr. Moloci and Hogan;	0.25
2009-12-21	CH	Email to Mr. Hogan;	0.17
2009-12-21	MB	Review of draft affidavit;	1.00
2009-12-21	MB	Letter to Mr. Moloci;	0.25
2009-12-21	MB	Review of emails to Mr. Ferbers and Mr. Hogan;	0.75
2009-12-21	MB	Meeting with Ms. Hannouche;	0.75
2009-12-22	MB	Review of motions presentable under Chapter 11 ;	2.00
2009-12-22	MB	Review of emails from Attorney General of Canada and Grace;	0.75
2009-12-22	MB	Review of emails from members;	0.75
2010-01-05	MB	Review of a letter from A.G. Canada;	0.50
2010-01-05	MB	Letter to Mr. Moloci;	0.50
2010-01-05	MB	Review of motions filed in the US;	1.00
2010-01-05	MB	Meeting with Mr. Lespérance re: letter from A.G. Canada - conflict;	0.50
2010-01-05	CH	Email to Kathy Davis (Rust Consulting);	0.17
2010-01-05	CH	Email to Mr. Thompson and Mr. Moloci;	0.17
2010-01-05	CH	Email to Mr. Thompson and Mr. Moloci Re : letter from	0.25

- 2 -

		AG Canada;	
2010-01-06	MB	Review of email from Mr. Thompson;	0.50
2010-01-06	MB	Meeting with Ms. Hannouche Re: claims protocol;	0.75
2010-01-06	MB	Conference call with Mr. Moloci, Mr. Thompson and Ms. Hannouche;	0.50
2010-01-06	MB	Research of documents relating to conflict of interest and memo;	5.00
2010-01-06	CH	Conference call with Mr. Bélanger, Mr. Thompson and Mr. Moloci;	0.33
2010-01-06	CH	Email to Mr. Thompson and Mr. Moloci;	0.17
2010-01-08	MB	Review of a memo;	1.00
2010-01-08	CH	Review of a memo by Mr. Bélanger and translation Re: conflict of interest alleged by AG Canada;	1.00
2010-01-11	MB	Review of emails from Mr. Moloci and Mr. Thompson;	0.33
2010-01-11	MB	Drafting of a memo Re: Mr. Lespérance conflict;	2.50
2010-01-11	CH	Email to Mr. Thompson;	0.17
2010-01-12	MB	Drafting of an affidavit;	2.00
2010-01-12	CH	Meeting with Mr. Bélanger Re: claims protocol;	2.00
2010-01-13	MB	Review of emails from colleagues;	0.50
2010-01-13	CH	Receipt and review of a draft Notice of Motion and Affidavit from Mr. Thompson;	0.42
2010-01-15	MB	Drafting of an affidavit;	2.00
2010-01-15	MB	Meeting with Ms. Hannouche;	0.50
2010-01-15	MB	Review of emails from Mr. Thompson;	0.50
2010-01-15	CH	Email to Mr. Thompson;	0.25
2010-01-20	CH	Review of draft order prepared by Mr. Thompson;	0.25
2010-01-21	CH	Email to Mr. Thompson;	0.33
2010-01-22	CH	Telephone conversation with Ms. Drouin Re: wording of the draft order as to role of Lauzon Bélanger;	0.25
2010-01-22	CH	Email to Mr. Thompson and Mr. Moloci Re: conversation with Ms. Drouin;	0.17
2010-01-22	CH	Email to Ms. Drouin Re: conversation regarding wording of draft order;	0.17
2010-01-25	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.17
2010-01-25	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.17
2010-01-26	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.17
2010-01-26	CH	Email to Ms. Drouin Re : wording of draft order;	0.17
2010-01-28	MB	Review of emails from Mr. Moloci and Mr. Thompson;	0.50
2010-01-29	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.25
2010-01-29	CH	Email to Ms. Drouin Re: wording of draft order;	0.17
2010-01-29	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.17
2010-02-01	CH	Email to Mr. Moloci Re : conference call;	0.17
2010-02-01	CH	Conference call with Mr. Thompson, Moloci and Bélanger Re: wording of draft order;	1.00
2010-02-01	CH	Email to Mr. Thompson;	0.17
2010-02-01	MB	Review of an email from Mr. Moloci;	0.33
2010-02-01	MB	Conference call with Mr. Thompson, Moloci and Hannouche;	1.00
2010-02-02	MB	Conference call with Mr. Moloci, Mr. Thompson and	0.67

- 3 -

		Ms. Hannouche;	
2010-02-02	CH	Conference call with Mr. Moloci, Mr. Thompson and Mr. Bélanger;	0.67
2010-02-02	MB	Telephone conversation with Ms. Drouin;	0.50
2010-02-02	MB	Preparation of a draft order;	0.75
2010-02-02	MB	Review of Motion and response from Grace and A.G. Canada;	1.00
2010-02-03	CH	Conference call with Mr. Thompson. Mr. Moloci and Mr. Bélanger;	0.17
2010-02-03	CH	Conference call with Mr. Thompson, Moloci, Gagné and Bélanger, Ms. Dais-Visca and Drouin Re: wording of draft order;	1.00
2010-02-03	MB	Conference call with Ms. Drouin, and Mr. Moloci, and Thompson and Ms. Hannouche;	1.00
2010-02-12	CH	Email to Mr. Thompson and Mr. Moloci;	0.17
2010-02-17	CH	Email to Kathy Davis (Rust Consulting);	0.17
2010-02-18	CH	Telephone conversation with a class member;	0.17
2010-02-19	CH	Telephone conversation with a class member;	0.25
2010-02-19	MB	Review of an email from Mr. Thompson;	0.25
2010-02-22	CH	Email to a class member;	0.33
2010-02-24	CH	Email to Mr. Thompson and Mr. Moloci;	0.17
2010-03-09	CH	Email to a class member;	0.17
2010-03-10	CH	Email to a class member;	0.25
2010-03-11	CH	Email to Mr. Thompson;	0.17
2010-03-16	MB	Conference call with Mr. Thompson and Moloci and Ms. Hannouche;	0.58
2010-03-16	CH	Conference call with Mr. Moloci, Thompson and Bélanger;	0.58
2010-03-18	CH	Review of time summary from September 1, 2008 - December 20, 2009 and translation Re: fee application;	3.00
2010-03-22	CH	Review of the translation of our time summary Re: US substantial contribution application;	0.50
2010-03-22	CH	Email to Mr. Moloci and Mr. Thompson;	0.17
2010-03-22	CH	Email to Mr. Thompson and Mr. Moloci;	0.17

**OUR FEES : 44.90 16,143.45**

TIME SUMMARY BY ATTORNEY :

MB	350.00	31.41	10,993.50
CH	285.00	18.07	5,149.95

**TAXABLE DISBURSEMENTS**

Fax (31 x \$1.00)	31.00
Photocopies (331 x .10¢)	33.10

- 4 -

Messengers	58.21
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<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>122.31</b>
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<b>TOTAL DISBURSEMENTS</b>	<b>122.31</b>
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<b>TOTAL FEES AND DISBURSEMENTS</b>	<b>16,265.76</b>
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Total G.S.T.	813.29
Total Q.S.T.	1,280.93

<b>TOTAL</b>	<b>\$ 18,359.98</b>
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# G.S.T. 814682340 RT 0001  
# Q.S.T. 1211542736 TQ 0001

# **EXHIBIT 2**



# LAUZON BÉLANGER

AVOCATS - ATTORNEYS

RE : W.R. GRACE & CO., and al.  
U.S. FEE APPLICATION  
CDN ZAI CLASS ACTION  
Our file : 222

## CANADIAN ZAI SPECIAL COUNSEL FEE APPLICATION (DECEMBER 21, 2009 to MARCH 31, 2010)

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2010-02-01	MB	Conference call with Mr. Thompson, Moloci and Hannouche;	1.00
2010-02-02	MB	Conference call with Mr. Moloci, Mr. Thompson and	0.67



- 3 -

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2010-02-02	MB	Preparation of a draft order;	0.75
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2010-03-22	CH	Email to Mr. Moloci and Mr. Thompson;	0.17
2010-03-22	CH	Email to Mr. Thompson and Mr. Moloci;	0.17
<b>OUR FEES :</b>			<b>49.48</b>
			<b>16,143.45</b>

TIME SUMMARY BY ATTORNEY :

MB	350.00	31.41	10,993.50
CH	285.00	18.07	5,149.95

**TAXABLE DISBURSEMENTS**

Fax (31 x \$1.00)	31.00
Photocopies (331 x .10¢)	33.10

- 4 -

Messengers	58.21
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>122.31</b>
<b>NON TAXABLE DISBURSEMENTS</b>	
Non-taxable expert fees	-61,492.84
<b>TOTAL NON TAXABLE DISBURSEMENTS</b>	<b>-61,492.84</b>
 <b>TOTAL DISBURSEMENTS</b>	 <b><u>122.31</u> <del>61,615.15</del></b>
 <b>TOTAL FEES AND DISBURSEMENTS</b>	 <b><u>16,265.76</u> <del>77,758.60</del></b>
 Total G.S.T.	 813.29
Total Q.S.T.	1,280.93
 <b>TOTAL</b>	 <b><u>\$18,359.98</u> <del>\$ 79,852.82</del></b>

# G.S.T. 814682340 RT 0001  
 # Q.S.T. 1211542736 TQ 0001

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et. al.</i> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: May 21, 2010 @ 4:00 p.m.
	)	Hearing Date: June 7, 2010 @ 10:30 a.m.

**CERTIFICATE OF SERVICE**

I, Daniel K. Hogan, hereby certify that on the 26<sup>th</sup> day of May, 2010, I caused a true and correct copy of the following document to be served on the individuals on the attached service list in the manner indicated:

**CERTIFICATION OF COUNSEL (NO ORDER REQUIRED)  
REGARDING THE FIRST MONTHLY APPLICATION FOR COMPENSATION  
OF LAUZON BÉLANGER AS SPECIAL COUNSEL FOR THE  
CANADIAN ZAI CLAIMANTS [DOCKET NO. 24699] FOR THE  
COMPENSATION PERIOD DECEMBER 21, 2009 THROUGH MARCH 31, 2010**

/s/Daniel K. Hogan  
Daniel K. Hogan (DE Bar #2814)

Grace Certificate of No Objection (for Fee  
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